United States Bankruptcy Court <u>SOUTHERN DISTR</u> 61288, Houston TX 77208 (Houston Div	RICT OF TEXAS P.O.Box vision)	PROOF OF CLAIM				
Name of Debtors	Case Number					
Stage Stores, Inc., a Delaware corporationSpecialty Retailers, Inc., a Texas corporationSpecialty Retailers, Inc. (NV), a Nevada corporation	00-35078-H2-11 00-35079-H2-11 00-35080-H2-11	788-31153 Creditor ID#:				
*place an "x" beside the name of the Debtor you are filing a claim against		United States Bankruptcy Court Southern District of Texas				
Name of Creditor (The person or other entity to whom the debtor owes money or property): Joy R Lyle	Check box if you are aware that anyone else a filed a proof of claim relating to your claim. Attach copy of statement	JUL 1 3 2000				
Name and address where notices should be sent:	giving particulars.	Michael N. Milby, Clerk				
**************************************	Check box if you have never received any notices from the bankruptcy court in this case	Clerk				
PO Box 474 La Grange TX 78945-0474	Check box if the address differs from the address on the envelope sent to you by the					
	court.					
Account or other number by which creditor identifies debtor:	Check here replaces if this claim amends a prev	iously filed claim, dated:				
f. Basis for Ciaim	Retiree benefits as defined in 11 to	rs.c: <u>§1114(a)</u>				
Goods sold Services performed	Wages, salaries, and compensation	n (Fill out below)				
Money loaned	Your SS#:	¬ ——·				
Personal injury/wrongful death	Unpaid compensation for services	performed				
Taxes	from 4-					
✓ Other STOCK	from to	(date)				
2. Date debt was incurred:	(date) 3. If court judgment, date ob					
	3. If court judgment, date ob	tained:				
2. Date debt was incurred: 1. Total Amount of Claim at Time Case Filed: \$ 56.25 If all or part of your claim is secured or entitled to priority, also comple Check this box if claim includes interest or other charges in additional charges.	3. If court judgment, date ob te Item 5 or 6 below.	tained: Attach itemized statement of all interest or				
2. Date debt was incurred: Total Amount of Claim at Time Case Filed: \$ 56.25 If all or part of your claim is secured or entitled to priority, also comple Check this box if claim includes interest or other charges in additional charges.	3. If court judgment, date obsete Item 5 or 6 below. on to the principal amount of the claim. 6. Unsecured Priority Claim. Check this box if you have an use	Attach itemized statement of all interest or				
Date debt was incurred: Total Amount of Claim at Time Case Filed: \$ 56.25 If all or part of your claim is secured or entitled to priority, also comple —Check this box if claim includes interest or other charges in additional charges. Secured Claim. — Check this box if your claim is secured by collateral (including a right of setoff).	3. If court judgment, date obsete Item 5 or 6 below. on to the principal amount of the claim. Check this box if you have an under the chaim of the claim. Amount entitled to priority \$	Attach itemized statement of all interest or				
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2. Date debt was incurred: Total Amount of Claim at Time Case Filed: \$5 If all or part of your claim is secured or entitled to priority, also compleCheck this box if claim includes interest or other charges in additional charges. Secured Claim Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: Real Estate Motor Vehicle	3. If court judgment, date obsete Item 5 or 6 below. on to the principal amount of the claim. 6. Unsecured Priority Claim. Check this box if you have an unappropriate Amount entitled to priority \$ Specify the priority of the claims. Wages, salaries, or commissions (up to the bankruptcy petition or cessation of the court	Attach itemized statement of all interest or				
2. Date debt was incurred: 1. Total Amount of Claim at Time Case Filed: \$	3. If court judgment, date obsete Item 5 or 6 below. In to the principal amount of the claim. 6. Unsecured Priority Claim. Check this box if you have an unamount entitled to priority \$ Specify the priority of the claim wages, salaries, or commissions (up to the bankruptcy petition or cessation of the U.S.C. § 507(a)(3) Contributions to an employee benefit play up to \$1,950" of deposits toward purchas personal, family, or household use - 11 Alimony, maintenance, or support owed.	Attach itemized statement of all interest or insecured priority claim \$4,300),* earned within 90 days before filing of the debtor's business, whichever is earlier - 11 an - 11 U.S.C. § 507(a)(4).				
2. Date debt was incurred: I. Total Amount of Claim at Time Case Filed: \$	3. If court judgment, date obsete Item 5 or 6 below. In to the principal amount of the claim. 6. Unsecured Priority Claim. Check this box if you have an unit is a pecify the priority of the claim. Wages, salaries, or commissions (up to the bankruptcy petition or cessation of the U.S.C. § 507(a)(3) Contributions to an employee benefit plain up to \$1,950° of deposits toward purchas personal, family, or household use - 11 Alimony, maintenance, or support owed 507(a)(7). Taxes or penalties owed to governments Other — Specify applicable paragraph of	Attach itemized statement of all interest or insecured priority claim \$4,300),* earned within 90 days before filing of the debtor's business, whichever is earlier - 11 an - 11 U.S.C. § 507(a)(4). ase, lease, or rental of property or services for U.S.C. § 507(a)(6). to a spouse, former spouse, or child - 11 U.S.C. all units - 11 U.S.C. § 507(a)(8). 11 U.S.C. § 507(a). Be and every 3 years thereafter with respect to				
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UNITED STATES BANKRUPTCY COURT

Southern District of Texas

Notice of

Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines

A chapter 11 bankruptcy case concerning each of the debtor corporations listed below was filed on June 1, 2000

You may be a creditor of one or-more of the debtor(s), This notice lists-important deadlines: You may want to consult an attorney to protect your rights. All documents filed in the cases may be inspected at the bankruptcy clerk's office at the address listed below. NOTE: The staff of the bankruptcy clerk's office cannot give legal advice.

See Reverse Side For Important Explanations.

Debtor (name(s), case numbers and address):	Jointly Administered Under
	Case Number 00-35078-H2-11
Stage Stores, Inc., a Delaware corp.; Case No. 00-35078-H2-11	
Specialty Retailers, Inc., a Texas corp.; Case No. 00-35079-H2-11	Taxpayer ID Nos:
Specialty Retailers, Inc. (NY), a Dallas corp.; Case No. 00-35080-H2-	
	76-0407711 (Stage Stores, Inc.)
10210 Main Street	74-0821900 (Specialty Retailers, Inc.)
Houston, TX 77025-5229	91-1826900 (Specialty Retailers, Inc. (NV))
Toll Free Number: 1-800-804-2013 (for case information)	
Attorney for Debtors (name and address):	Attorneys for Debtors Telephone Number:
Andrew E. Jillson, Esq.	Toll Free 1-877-559-9672
Lynnette R. Warman, Esq.	
Jenkens & Gilchrist, a Professional corporation -	Information may also be obtained from the
1445 Ross Avenue, Suite 3200	following website:
Dallas, TX 75202-2799	Website address: www.stagestoresbankruptcy.com

Meeting of Creditors

Date:

7 / 11 / 00

Time: 2:00

(X) P.M.

A.M.

Location:

U.S. Courthouse

Jury Assembly Room 515 Rusk, 6th Floor

Houston, Texas 77002

Deadlines to File a Proof of Claim

Proofs of Claim must be received by the bankruptcy clerk's office by the following deadline:

For all creditors (except a governmental unit): 10/9/00

For a governmental unit: 11/28/00

Mail claim to:

U.S. Bankruptcy Court

P.O. Box 61288

Houston, TX 77208

Creditors May Not Take Certain Actions:

The filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

Address of the Bankruptcy Clerk's Office:	Classes Court:
515 Rusk Avenue	
1 st Floor	Clerk of the Bankruptcy Court:
Houston, Texas 77002	
Telephone number: 713/250-5115	Michael N. Milby, Clerk
Hours Open: 9:00 a.m 4:30 p.m.	Date:



Stage Stores, Inc. 401(k) Plan

JOY R. LYLE PO BOX 474 LA GRANGE, TX 78945

Social Security #

457-41-9359

Date of Birth

04/04/1963

Date of Hire

10/03/1997

Location 014

Financial Consultant:

Joe Ruck/Bruce Marshall

(888) 281-8792

Special Message: To change your contribution percentage, simply call the MFS Benefits Phone at 1-888-MFS-1400. All changes received prior to 4:00 PM (E.S.T.) on the 20th of the month will be effective with the first payroll for the tollowing month.

		<u>Market Value</u>	% of Portfolio	Vesting
	Before-Tax Sepalaria Matabase	\$1,088.97	99.17%	100%
	 Employer Match 	\$ 9.15	0.83%	25%
	Totai -	\$ 1,098.12	- 100%	
Employer Employee				

Account Activity 10/01/1999 through 12/31/1999

Before-Tax Contributions	Investment Allocation	Opening Balance	New Contributions/ Loan Repayments	Exchanges/ Other	Withdrawals/ Loans/Fees	investment Results	Ending Balance
MFS EMERGING GRWTH FUND	30%	\$174.39	\$76.72	\$ 0. 0 0	(\$0.83)	\$80.41	\$330.69
MFS RESEARCH FUND	20%	\$ 107.87	\$ 51,14	\$0.00	(\$0.47)	\$29.25	\$187.79
MFS TOTAL RETURN FUND	10%	\$53.85	\$ 25.59	\$0.00	(\$0.20)	\$1.65	\$80.89
MFS FIXED FUND	10%	\$271.27	\$25.59	\$0.00	(\$0.75)	\$3.67	\$299.78
VANGUARD 500 INDEX FUND	15%	\$80.73	\$38.37	\$0.00	(\$0.33)	\$14.80	\$133.57
STAGE STORES STOCK FUND	15%	\$8 1.23	\$38.31	\$0.00	(\$0.14)	(\$63.15)	\$56.25
Totals	100%	\$ 769.34	\$255.72	\$0.00	(\$2.72)	\$66.63	\$1,088.97
Employer Match Contributions	Investment Allocation	Opening Balance	New Contributions/ Loan Repayments	Exchanges/ Other	Withdrawals/ Loans/Fees	investment Results	Ending Balance
MFS EMERGING GRWTH FUND	30%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
MFS RESEARCH FUND	20%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
MFS TOTAL RETURN FUND	10%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
MFS FIXED FUND	10%	\$9.06	\$0.00	\$0.00	(\$0.03)	\$0.12	\$9.15
VANGUARD 500 INDEX FUND	15%	\$0.00	\$ 0.00	\$0.00	\$0.00	\$0.00	\$0.00
STAGE STORES STOCK FUND	15%	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Totals	100%	\$9.06	\$0.00	\$0.00	(\$0.03)	\$0.12	\$ 9.15
Grand Total		\$778.40	\$255.72	\$0.00	(\$2.75)	\$66.75	\$1,098.12

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Account Summary

Vested Value Before-Tax \$1,088.97

Year-to-Date Contributions1

\$1,032.35

Employer Match

Totals

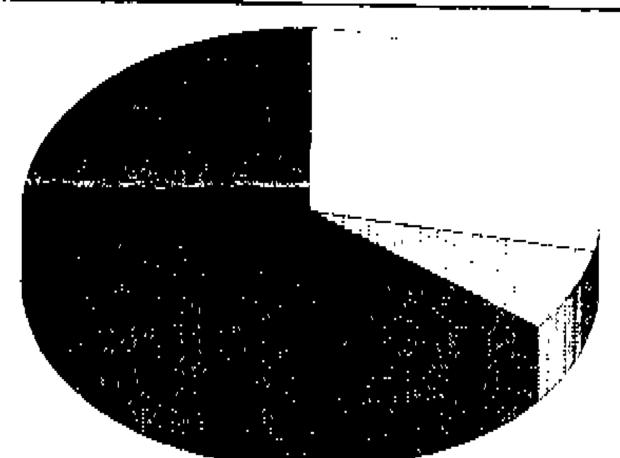
\$2.29

\$0.00 \$1,032.35

\$1,091.26 If your account was converted to MFS mid-year, the year-to-date contributions represent contributions from the conversion date forward.

These amounts reflect contributions received and invested in your account during the period covered, and therefore may not match contributions deducted from your paycheck for the same period.

			Persona	Results			· · · · · · · · · · · · · · · · · · ·
Asset Class'	Share/Unit Price	Shares/ Units	Portfolio Percentage	Fund Value	Rate of Period	Return ² YTD	
Bonds	<u> </u>			·			· · · · · · · · · · · · · · · · · · ·
MFS FIXED FUND	\$1.00	308.930	28.10%	\$308,93	1.3%	A De/	
Stocks/Bonds				Ψ500.55	ه/ د. ؛	4.8%	
MFS TOTAL RETURN FUND	\$13.88	5.828	7.40%	\$80.89	2.6%	3.2%	1 - may of the state of the sta
Stocks				Ψ04.43	£, 0 70	J.276	And the second of the second o
MFS EMERGING GRWTH FUND	\$6 6.59	4.966	30.10%	\$330.69	35.9%	55.7%	
MFS RESEARCH FUND	\$28.86	6.507	17.10%	\$187,79	21.6%	20.8%	
VANGUARD 500 INDEX FUND	\$135.33	0.987	12.20%	\$133.57	15.0%	14.0%	
STAGE STORES STOCK FUND	\$1.2262	4 5. 8 72	5.10%		-61.5%	·	
							Your Asset Alloc



cation

Bonds: 28.10%

Stocks/Bonds: 7.40%

Stocks: 64.50%

Asset classification for a non-MFS fund was provided by the firm managing that fund. MFS Fund Distributors, Inc. is the distributor of the MFS Family of Funds and not the distributor of any other funds offered in the Plan.

The above performance results represent a time-weighted rate of return that values cash flows as they occur. If your account balance was converted to MFS mid-year, the YTD rate of return is calculated from the conversion date. Significant activity in your account for the period may result in an overstatement of performance. Past performance is no guarantee of future results.

Note: The company stock fund offered by your plan is a unitized stock fund, it is not a mutual fund.

The importance of an investment strategy

Stock and bond investments offer different advantages that complement one another. Stock funds may offer high appreciation potential, but may involve greater risk. Bond funds may help provide income as well as a degree of downside protection. The Lifetime Investor Profiles are guidelines to help

you and your adviser determine your profile based on risk, age, and the number of years left until retirement. They are not intended as investment advice. They are designed for retirement planning and assume you have enough other savings to meet short-term needs.